

**ELEKTROTIM S.A.**  
**ORDINARY GENERAL MEETING OF THE COMPANY**  
**CALLED ON 28 MAY 2012**

**FORM OF THE POWER OF ATTORNEY**

I, the undersigned,

Full name: .....

Company: .....

Position: .....

Address: .....

and

Full name: .....

Company: .....

Position: .....

Address: .....

we hereby declare that ..... (full name/shareholder's company) („the Shareholder”) owns ..... (number) of ordinary bearer shares of ELEKTROTIM S.A. with its registered seat in Wrocław ("the Company")

**and we hereby give Power of Attorney to:**

Mr./Mrs. .... (full name),

holder of ..... (specify identity document .....

of the following number ..... (number and series)

issued by ..... (name of the authority)

PESEL [Personal Identification Number].....

to represent the Shareholder on an ordinary General Meeting called for 28 May 2012, at 10:00 a.m. in Wrocław, ul. Stargardzka 8, specifically to participate and raise points during the Ordinary General Meeting, to sign the participants' list, and to vote on behalf of the Shareholder in accordance with the guidelines regarding methods of voting below/ in the Attorney's discretion.<sup>1</sup>

The Power of Attorney shall remain valid until the Ordinary General Meeting is finished.

.....

(signature)

City/Town: .....

Date: .....

.....

(signature)

City/Town: .....

Date .....

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<sup>1</sup> delete as appropriate

## IMPORTANT INFORMATION

### Identification of the Shareholder

In order to identify the Shareholder giving the Power of Attorney, the following documents shall be enclosed to this Power of Attorney:

- a) In case a Shareholder being a natural person – copy of the identity document (identity card, passport)
- b) In case of a Shareholder other than natural person – copy from an appropriate register or other document confirming the person's authorisation (or a natural person's) to represent the Shareholder during the Ordinary General Meeting (for instance, continuous Power of Attorney).

In case of doubt concerning the authenticity of copies of the above-mentioned documents, the Management Board of the Company reserves the right to require the Attorney to present the following documents when preparing the participants' list:

- a) in case of a Shareholder being a natural person - true copy of the original certified by the Notary or other body entitled to certify the authenticity of the copy of the identification document, passport, or other official documents confirming the identity on the Shareholder, or
- b) in case of a Shareholder other than a natural person - original or a true copy certified by the Notary or other body entitled to certify the authenticity of the document from the appropriate register or other document confirming the authorisation of the natural person (or natural persons) to represent the Attorney during the Ordinary General Meeting (for instance, the continuous Power of Attorney).

### Identification of the Attorney

In order to identify the Attorney, the Managers of the Board reserve the right to require the Attorney to present the following documents at preparing the participants' list:

- a) in case of an Attorney being a natural person - identity card, passport, or other official document confirming the Shareholder's identity, or
- b) in case of an Attorney other than a natural person - original or a true copy of the original certified by the Notary or other body entitled to certify the authenticity of the copy of the original from the appropriate register or other document confirming the authorisation of a natural person (natural persons) to represent the Attorney during the Ordinary General Meeting (for instance, continuous Power of Attorneys).

**PLEASE NOTE THAT IN CASE OF DISCREPANCIES BETWEEN DATA OF THE SHAREHOLDER INDICATED IN THE POWER OF ATTORNEY AND DATA IN THE LIST OF SHAREHOLDERS DEVELOPED ON THE BASIS OF A LIST DELIVERED BY THE ENTITY KEEPING THE SECURITIES DEPOSIT (KRAJOWY DEPOZYT PAPIERÓW WARTOŚCIOWYCH S.A.) AND SUBMITTED TO THE COMPANY IN ACCORDANCE WITH ARTICLE 406<sup>3</sup> OF THE CODE OF COMMERCIAL COMPANIES THE SHAREHOLDER MAY BE AUTHORISED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING.**

**PLEASE NOTE THAT THE COMPANY DOES NOT IMPOSE OBLIGATION OF GIVING POWER OF ATTORNEY ON THE ABOVE-PRESENTED FORM.**

## RESERVATIONS

- 1) This form is not intended for verification of the voting method of the Attorney on behalf of the Shareholder.
- 2) This form does not substitute Power of Attorney given to the Attorney by the Shareholder.
- 3) Using the form provided by the Company is not compulsory for the Shareholder and does not constitute a condition for voting by the Attorney during the Ordinary General Meeting.
- 4) Possibility to use the said form is a right and not a Shareholder's obligation. The Shareholder decides on the method its Attorney shall vote.

## FORM ALLOWING THE ATTORNEY EXERCISE ITS VOTING RIGHT

This form constitutes a helping material for exercising voting right by .....  
(Attorney's full name/company) authorised to represent ..... (Shareholder's full name/company)  
during the Ordinary General Meeting of ELEKTROTIM S.A. called for 28 May 2012, at 10:00  
a.m. in Wrocław ul. Stargardzka 8, on the basis of the Power of Attorney given on  
..... (date).

## COMMENTARY

Shareholders are asked to issue instructions by marking (X) appropriate space. In case of marking "other" space, Shareholders are asked to specify detailed instructions regarding the execution of the voting right by the Attorney.

If the Shareholder decides to vote differently from the shares held the Shareholder will be asked to indicate in appropriate space number of shares from which the Attorney shall vote "for", "against", or "abstain from voting". If no number of shares is indicated it is recognised that the Attorney is authorised to vote in a given way from all shares held by the Shareholder.

The Management Board of the Company points out that the drafts of resolutions may differ from the drafts of resolutions voted directly during the Ordinary General Meeting. In order to avoid doubt concerning the way of the Attorney's voting, the Management Board advises to instruct the Attorney on the procedures in such case.

**DRAFTS OF RESOLUTIONS FOR GENERAL MEETINGS OF ELEKTROTIM S.A.  
OF 28.05.2012**

**DRAFT RESOLUTION NO. 1/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on election of the Chairperson of the General Meeting of ELEKTROTIM S.A.**

On the basis of Article 409, section 1 of the Code of Commercial Companies, the General Meeting of ELEKTROTIM S.A. appoints the following person the Chairperson of the General Meeting .....

**Voting instructions:**

<b>Point 2 of the agenda - election of the Chairperson of the Ordinary General Meeting of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
<b>Other:</b>			

**Draft Resolution No. 2/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on selection of the Returning Committee of the General Meeting of  
ELEKTROTIM S.A.**

The General Meeting of ELEKTROTIM S.A. selects the Returning Committee of the General Meeting composed of:

1. ....
2. ....

**Voting instructions:**

<b>Point 3 of the agenda - selection of the Returning Committee</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>
<b>Other:</b>			

**Draft Resolution No. 3/WZA/2011  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on passing the agenda**

The General Meeting of ELEKTROTIM S.A. passes the agenda in the wording announced by the Management Board of ELEKTROTIM S.A. on the company's website (www.elektrotim.pl) on ..... and in the manner specific for passing current information in accordance with provisions regarding the public offering and the conditions for introducing financial instruments into an organized trading system and on public companies.

**Voting instructions:**

<b>Point 5 of the agenda - passing the agenda</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 4/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on endorsing the Report of the Management Board of ELEKTROTIM S.A.  
for 2011**

Pursuant to article 395, section 2, subsection 1 of the Code of Commercial Companies and Article 29, section 1 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. Upon examination, the General Meeting endorses the Report of the Management board of ELEKTROTIM S.A. for 2011.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

Point 11 of the agenda - passing Resolutions concerning endorsing the Report of the Management Board for 2011			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 5/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on endorsing Financial Reports of the Company for 2011**

Pursuant to article 395, section 2, subsection 1 of the Code of Commercial Companies and Article 29, section 1 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. Upon examination, the General Meeting endorses the financial Report of the Management Board for 2011, which comprises:

1. **Report on financial condition** developed as of 31 December 2011 which on the assets and liabilities side presents the amount of **PLN 114,468,173.62** (say: one hundred fourteen million, four hundred sixty eight thousand, one hundred seventy three PLN, 62/100).
2. **Account of total incomes** for the period of 01.01.2011 to 31.12.2011 which presents the net profit amounting to **PLN 7,784,160.42** (say: seven million, seven hundred eighty four thousand, one hundred sixty PLN, 42/100).
3. **Other total incomes** for the period of 01.01.2011 to 31.12.2011 which present the total income amounting to **PLN 7,784,160.42** (say: seven million, seven hundred eighty four thousand, one hundred sixty PLN, 42/100).
4. **Report of changes in equities for the period of 01.01.2011 to 31.12.2011**, presenting the decrease of equity by PLN 1,017,727.90 (say: one million, seventeen thousand, seven hundred twenty seven PLN, 90/100)
5. **Report of cash flows** for the period of 01.01.2011 to 31.12.2011, presenting the decrease of cash flows by **PLN 6,684,820.38** (say: six million, six hundred eighty four thousand, eight hundred twenty PLN, 38/100)
6. **Additional information concerning applied accounting rules (policy) and other explanatory information.**

2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 12 of the agenda - passing Resolutions concerning endorsing the Financial Report of the Company for 2011</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 6/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on endorsing the Report on activity of ELEKTROTIM Capital Group for 2011**

Pursuant to Article 395, section 5 of the Code of Commercial Companies and article 29, section 1 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. Upon examination, the General Meeting endorses the Report of activity of ELEKTROTIM Capital Group for 2011.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 13 of the agenda - passing Resolutions concerning endorsing the Report on activity of ELEKTROTIM Capital Group for 2011</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>
Other:			

**Draft Resolution No. 7/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on endorsing the consolidated Financial Reports  
of ELEKTROTIM Capital Group for 2011.**

Pursuant to Article 395, section 5 of the Code of Commercial Companies and article 29, section 1 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. Upon examination, the General Meeting endorses the consolidated Financial Reports for 2011, which comprises:

1. **Consolidated report on financial condition developed as at 31.12.2011** which on the assets and liabilities side presents the amount of **PLN 139,426,000.00** (say: one hundred thirty nine million, four hundred twenty six thousand PLN),
2. **Consolidated report on total incomes** for the period of 01.01.2011 to 31.12.2011, presenting the net profit amounting to PLN **9,714,000.00** (say: nine million, seven hundred fourteen hundred PLN),
3. **Consolidated report on changes in equity** for the period of 01.01.2011 to 31.12.2011, presenting a decrease in equity by PLN 3.355,000.00 (say: three million. Three hundred fifty five thousand PLN),
4. **Consolidated report on cash flows** for the period of 01.01.2011 to 31.12.2011, presenting a decrease in cash by PLN 4,945,000.00 (say: four million, nine hundred forty five thousand PLN),
5. **Additional information concerning applied accounting rules (policy) and other explanatory information.**

2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 14 of the agenda - passing Resolutions concerning endorsing the Consolidated Financial Reports of ELEKTROTIM Capital Group for 2011</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 8/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on division of the Company's profits for 2011**

Pursuant to Article 395, section 2, subsection 2 of the Code of Commercial Companies, in relation to Article 347 of the Code of Commercial Companies and Article 29, section 2 of the Statute of ELEKTROTIM S.A., the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting shall allot the net profit for 2011 amounting to PLN **7,784,160.42** (say: seven million. Seven hundred eighty four thousand. One hundred sixty PLN, 42/100) for payment of dividends for Shareholders.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 15 of the agenda - passing Resolutions concerning division of the Company's profits for 2011.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 9/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on allotting a part of the reserve capital of the Company to the dividend for  
2011**

Pursuant to Article 396, section 5 of the Code of Commercial Companies and article 29 of the Statute of ELEKTROTIM S.A. the General Meeting resolves as follows:

1. Pursuant to Article 396, section 5 of the Code of Commercial Companies in relation to Article 348, section 1 of the Code of Commercial Companies and Article 29, sections 2 and 17 of the Statute of ELEKTROTIM S.A. the General Meeting resolves as follows:
  - a. a part of the reserve capital of the Company amounting to PLN 2,174,998.58 (say: two million, one hundred seventy four thousand, nine hundred ninety eight PLN, 58/100) shall be allotted to the payment of the dividends for 2011 to the shareholders of the Company.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 16 of the agenda - allotting a part of the reserve capital of the Company to the dividend for 2011</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
<b>Other:</b>			

**Draft Resolution No. 10/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on payment of the dividends**

Pursuant to Article 395, section 2, subsection 2 of the Code of Commercial Companies, in relation to Article 348 of the Code of Commercial Companies and Article 29, section 17 of the Statute of ELEKTROTIM S.A., as well as

- a) given regulations of "Detailed rules of operating of the National Depository for Securities" which constitute an Annex to the Resolution of KDPW S.A. Management Board no. 79/98 of 29.01.1998 as amended,
- b) regulation IV.6 of "Good Practices of WSE Listed Companies" which constitute the Annex to the Resolution of the Exchange Council of 19 October 2011,

the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting resolves the payment of dividends amounting to **PLN 9,959,159.00** (say: nine million, nine hundred fifty nine thousand, one hundred fifty nine, 00/100), which constitutes **PLN 1.00 gross** (one zloty) per one share.
2. The dividend shall be financed:
  - a) in the amount of **PLN 7,784,160.42** (say: seven million, seven hundred eighty four thousand, one hundred sixty PLN, 42/100) from the profit from 2011 on the basis of Resolution No. 8/WZA/2012;
  - b) in the amount of **PLN 2,174,998.58** (say: two million, one hundred seventy four thousand, nine hundred ninety eight PLN, 58/100) from the reserve capital.
3. The General Meeting resolves that Shareholders who are owners of the Company on 12.06.2011 (record date) shall be entitled to dividends for 2011. The Dividend shall be payable to Shareholders not later than 29.06.2012 (record date for paying dividends).
4. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 17 of the agenda - passing Resolution concerning the payment of dividend</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 11/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on acknowledgement of fulfilment of duties by the President of the Company -  
Andrzej Diakun**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges the fulfilment of duties in 2011 by the President of the Management Board - Andrzej Diakun.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 18 of the agenda - passing Resolution concerning the acknowledgement of fulfilment of duties by the President of the Company - Andrzej Diakun - in 2011.</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>
Other:			

**Draft Resolution No. 12/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on acknowledgement of fulfilment of duties by the Vice-President, Financial Director - Dariusz Połetek**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges the fulfilment of duties in 2011 by the Vice-President, Financial Director - Dariusz Połetek.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 19 of the agenda - passing Resolution concerning the acknowledgement of fulfilment of duties by the Vice-President, Financial Director - Dariusz Połetek - for 2011.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
<b>Other:</b>			

**Draft Resolution No. 13/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on acknowledgement of fulfilment of duties by the Vice-President,  
Development Director - Mirosław Nowakowski**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges fulfilment of duties in 2011 by the Vice-President, Development Director - Mirosław Nowakowski.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 20 of the agenda - passing Resolution concerning the acknowledgement of fulfilment of duties by the Vice-President, Development Director - Mirosław Nowakowski</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 14/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on acknowledgement of fulfilment of duties by the President of the Supervisory Board - Krzysztof Folta**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges the fulfilment of duties in 2011 by the President of the Supervisory Board - Krzysztof Folta.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 21 of the agenda - passing Resolution concerning the acknowledgement of fulfilment of duties by the President of the Supervisory Board - Krzysztof Folta - for 2010.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 15/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board - Jan Walulik**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges the fulfilment of duties in 2011 by the Member of the Supervisory Board - Jan Walulik.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 22 of the agenda - passing Resolution concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board - Jan Walulik.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Draft Resolution No. 16/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board - Wojciech Szymon Kowalski**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges the fulfilment of duties in 2011 by the Member of the Supervisory Board - Mr. Wojciech Szymon Kowalski.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 23 of the agenda - passing Resolution concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board - Wojciech Szymon Kowalski.</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>
Other:			

**Draft Resolution No. 17/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board - Wiktor Wieczorkowski**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges the fulfilment of duties in 2011 by the Member of the Supervisory Board - Wiktor Wieczorkowski.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 24 of the agenda - passing Resolution concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board - Wiktor Wieczorkowski.</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>
Other:			

**Draft Resolution No. 18/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board - Mateusz Rodzynkiewicz**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges the fulfilment of duties in 2011 by the Member of the Supervisory Board - Mateusz Rodzynkiewicz.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 25 of the agenda - passing Resolution concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board - Mateusz Rodzynkiewicz.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 19/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on granting additional remuneration for the Chairman and for other Members of  
the Supervisory Board of ELEKTROTIM S.A.**

Pursuant to Article 392, section 1 of the Code of Commercial Companies the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting grants the Chairman of the Supervisory Board, Krzysztof Folta, the additional remuneration in the amount of PLN 7,000.00 gross (say: seven thousand PLN).
2. The General Meeting grants the other Members of the Supervisory Board: Jan Walulik, Wojciech Szymon Kowalski, Mateusz Rodzynkiewicz, and Wiktor Wieczorkowski, the additional remuneration in the amount of PLN 5,000.00 gross (say: five thousand PLN) for each of the above-mentioned Members of the Supervisory Board
3. The additional remuneration referred to in sections 1 and 2 shall be payable to each Members of the Supervisory Board within 14 days since the passing of the resolution.
4. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 26 of the agenda - passing Resolution on granting additional remuneration for the Chairman and for other Members of the Supervisory Board of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 20/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on confirming the expiration of term of office of two Members of the  
Supervisory Board - Wojciech Szymon Kowalski and Mateusz Rodzynkiewicz.**

Pursuant to Article 385, section 1 of the Code of Commercial Companies the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting confirms the expiration of term of office of two Members of the Supervisory Board - Wojciech Szymon Kowalski and Mateusz Rodzynkiewicz. Appointed on 26.05.2010 for a two-year term of office on the basis of Resolution of GSM No. 29/WZA/2010.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 27 of the agenda - passing Resolution on confirming the expiration of term of office of two Members of the Supervisory Board - Wojciech Szymon Kowalski and Mateusz Rodzynkiewicz.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
<b>Other:</b>			

**Resolution No. 21/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on setting the length of the term of office for the two new Members of the  
Supervisory Board of ELEKTROTIM S.A.**

Pursuant to Article 386, section 1 of the Code of Commercial Companies and Article 20, section 7 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting resolves that the two newly appointed Members of the Supervisory Board shall be selected for a 3-year term of office. Mandated of the above-mentioned Members of the supervisory Board of ELEKTROTIM S.A. shall expire at the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. endorsing the Financial Reports for 2014, at the latest.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 28 of the agenda - setting the length of the term of office for the two new Members of the Supervisory Board of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 22/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on selecting the Member of the Supervisory Board of ELEKTROTIM S.A.**

Pursuant to Article 385, section 1 of the Code of Commercial Companies and Article 29, section 13 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. appoints ..... to be a Member of the Supervisory Board of ELEKTROTIM S.A. for a 3-year term of office.
2. The mandate of the Member of the Supervisory Board of ELEKTROTIM S.A. shall expire at the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. endorsing the Financial Reports for 2014, at the latest.
3. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 29 of the agenda – passing the Resolution on selecting the Member of the Supervisory Board of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
<b>Other:</b>			

**Resolution No. 23/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on selecting the Member of the Supervisory Board of ELEKTROTIM S.A.**

Pursuant to Article 385, section 1 of the Code of Commercial Companies and Article 29, section 13 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. appoints ..... to be a Member of the Supervisory Board of ELEKTROTIM S.A. for a 3-year term of office.
2. The mandate of the Member of the Supervisory Board of ELEKTROTIM S.A. shall expire at the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. endorsing the Financial Reports for 2014, at the latest.
3. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 30 of the agenda – passing the Resolution on selecting the Member of the Supervisory Board of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
<b>Other:</b>			

**Resolution No. 24/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on modifying Section 17 of the Statute of ELEKTROTIM S.A.**

Pursuant to Article 430, section 1 and section 29, subsection 5 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

The general Meeting of Shareholders of ELEKTROTIM S.A. decides to modify the Statute of the Company by giving Section 17 of the Statute of the Company the following content:

Section 17

In order to submit statements on behalf of the Company the cooperation of the following is required:

1. two Members of the Board or
2. one Member of the board jointly with Proxy or
3. two Proxies jointly.

**Voting instructions:**

<b>Point 31 of the agenda – passing the Resolution on modifying Section 17 of the Statute of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 25/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on modifying Section 24, subsection 2, point 3 of the Statute of ELEKTROTIM S.A.**

Pursuant to Article 430, section 1 and section 29, subsection 5 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

The general Meeting of Shareholders of ELEKTROTIM S.A. decides to modify the Statute of the Company by giving Section 24, subsection 2, point 3 of the Statute of the Company the following content:

Section 24

1. (...)
2. Regardless of the issues specified in the Act, in other provisions of the Statute or in the Resolutions of the General Meeting, the duties of the Supervisory Board shall include, in particular:
  1. – 2) (...)
  - 3) submitting to the General Meeting an annual written Report on the results of activities referred to in points 1 and 2, including the assessment of the internal control system and risk management system significant for the Company,
  - 4) -17) (...)

**Voting instructions:**

<b>Point 32 of the agenda – passing the Resolution on modifying Section 24, subsection 2, point 3 of the Statute of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 26/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on modifying Section 24, subsection 2, point 13 of the Statute of ELEKTROTIM S.A.**

Pursuant to Article 430, section 1 and section 29, subsection 5 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

The general Meeting of Shareholders of ELEKTROTIM S.A. decides to modify the Statute of the Company by giving Section 24, subsection 2, point 13 of the Statute of the Company the following content:

Section 24

1. (...)
2. Regardless of the issues specified in the Act, in other provisions of the Statute or in the Resolutions of the General Meeting, the duties of the Supervisory Board shall include, in particular:
  - 1) .....
  - 12) (...)
  - 13) agreeing to purchase, involve, and sell stocks or shares in commercial companies, as well as acceding to commercial companies and partnerships and civil partnerships and stepping out of such companies and partnerships,
  - 14) – 17) (...)

**Voting instructions:**

<b>Point 33 of the agenda – passing the Resolution on modifying Section 24, subsection 2, point 13 of the Statute of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 27/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on modifying Section 28, subsection 2 of the Statute of ELEKTROTIM S.A.**

Pursuant to Article 430, section 1 and section 29, subsection 5 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

The General Meeting of Shareholders of ELEKTROTIM S.A. decides to modify the Statute of the Company by giving Section 28, subsection 3 of the Statute of the Company the following content:

Section 28

1. Shareholders may participate in the General Meeting in person or via Attorneys.
2. Resolutions of the General Meeting are passed by an absolute majority of votes, unless the statute of the Code of Commercial Companies state otherwise.
3. The Company allows the participation in the General Meeting using the means of electronic communication.

**Voting instructions:**

<b>Point 34 of the agenda – passing the Resolution on modifying Section 28, subsection 2 of the Statute of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 28/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on approving the consolidated Statute of ELEKTROTIM S.A.**

Pursuant to Article 430, section 5 of the Code of Commercial Companies and section 29, subsection 5 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders of ELEKTROTIM S.A. resolves the consolidated Statute of ELEKTROTIM S.A. which includes the modifications made on the basis of Resolutions of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. from No. 25/WZA/2012 to 27/WZA/2012 passed on 28.05.2012 of the content which is Annex No 1 to the protocol.
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 35 of the agenda – passing the Resolution on approving the consolidated Statute of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>
Other:			

**Resolution No. 29/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on repealing the Resolution of the General Meeting of Shareholders of  
ELEKTROTIM S.A. No. 21/WZA/2008 of 17 June 2008 regarding the "Good  
Practices of WSE Listed Companies".**

Pursuant to Article 393 of the Code of Commercial Companies and section 29 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders of ELEKTROTIM S.A. repeals the Resolution No. 21/WZA/2008 of 17 June 2008 regarding the "Good Practices of WSE Listed Companies".
2. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 36 of the agenda – passing the Resolution on repealing the Resolution of the General Meeting of Shareholders of ELEKTROTIM S.A. No. 21/WZA/2008 of 17 June 2008 regarding the "Good Practices of WSE Listed Companies".</b>			
<b>for</b>	<b>against</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
	<b>filing objection</b>		
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 30/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on "Good Practices of WSE Listed Companies" in ELEKTROTIM S.A.**

Pursuant to Article 393 of the Code of Commercial Companies and section 29 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders shall oblige all departments and the members of departments of ELEKTROTIM S.A. to follow "Good Practices of WSE Listed Companies" in the scope in conformity with Annex 1 to the Resolution No. 20/1287/2011 of the Exchange Council of 19 October 2011.
2. In case the corporate governance principles included in the "Good Practices of WSE Listed Companies" are violated, the Company, under the preamble to the said document shall make appropriate information public, in accordance with the applicable information procedure.
3. The Resolution shall enter into force on the day of signing.

**Voting instructions:**

<b>Point 37 of the agenda – passing the Resolution on "Good Practices of WSE Listed Companies" in ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....	<b>Number of shares:</b> .....
Other:			

**Resolution No. 31/WZA/2012  
of the Ordinary General Meeting of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 28.05.2012**

**on modifying the Regulations of the General Meeting of Shareholders of  
ELEKTROTIM S.A.**

Pursuant to Article 393 of the Code of Commercial Companies and section 31 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

The General Meeting of Shareholders approves the Regulation of the General Meeting of Shareholders of ELEKTROTIM S.A. in the form in conformity with the content of Annex No. 2 to the protocol.

**Voting instructions:**

<b>Point 38 of the agenda – passing the Resolution on modifying the Regulations of the General Meeting of Shareholders of ELEKTROTIM S.A.</b>			
<b>for</b>	<b>against filing objection</b>	<b>abstain</b>	<b>at the Attorney's discretion</b>
<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>	<b>Number of shares: .....</b>
Other:			

.....  
Signature of the Shareholders / persons representing the Shareholder